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ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	Case No. 08-36705
SUPERIOR AIR PARTS, INC.,	§	Chapter 11
Debtor.	§	
	§	

**DEBTOR'S EMERGENCY EX PARTE MOTION FOR ENTRY OF ORDER IN AID
OF THIRD AMENDED PLAN OF REORGANIZATION OF
SUPERIOR AIR PARTS, INC AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

Superior Air Parts, Inc., Debtor-in-Possession ("Debtor"), seeks the entry of an Order in aid of the Third Amended Plan of Reorganization of Superior Air Parts, Inc. and the Official Committee of Unsecured Creditors (the "Plan") pursuant to 11 U.S.C. §§ 105 and 1141(b) and would show as follows:

1. Debtor is seeking entry of an order containing wire instructions for the funding of the Plan to satisfy the requirements of the purchaser's Chinese bank.
2. This Motion is supported by the Official Committee of Unsecured Creditors and Brantly and the relief sought does not have any affect on the

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creditors or other parties in interest other than to facilitate the consummation of the Plan approved by the Court.

3. The Court entered its Order Confirming Third Plan of Reorganization of Superior Air Parts, Inc. and the Official Creditors Committee of Unsecured Creditors on August 27, 2009. The Plan requires that Brantly fund the acquisition within thirty days of the entry of the Order unless the Court extends the deadline.

4. This morning, counsel for Brantly has advised counsel for the Debtor that Brantly has obtained all necessary Chinese government approvals to transfer funds from China to the United States to consummate the acquisition contemplated by the Plan but that Brantly's Chinese bank insists that the same wire transfer instructions previously provided by Debtor's counsel to Brantly be executed by the Court as a condition to the bank's transferring the funds.

5. Chinese currency regulations are in place to ensure that U.S. currency leaving China is used for the acquisition and capitalization of businesses acquired by Chinese and not for some other purpose. The bank reportedly does not want to face any risk of the funds not being used for such purpose, and no assurances short of an order signed by this Court have satisfied Brantly's bank.

6. Counsel for the Debtor, Brantly and the Committee have been working on the documentation and arrangements for closing and have reached an agreement pursuant to which Brantly will initially wire the funds for acquisition and capitalization into the debtor's segregated bank account (which had previously been set up to hold bidders' deposits) and then the funds due to the Creditors

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Trust will be transferred to the Creditors Trust, at closing, in accordance with the terms of the Plan, upon reconciliation of any purchase price adjustments provided in the Plan. Accordingly, Debtor's counsel provided Brantly the wire instructions attached as Exhibit A.

7. In order to comply with the Bank's requirements and consummate the Plan, the Debtor requests that the Court exercise its authority under 11 U.S.C. §§ 105 and 1141(b) to enter the proposed order attached as Exhibit B which has been drafted substantially similar to the Debtors' wire transfer instructions so as to avoid any further complications in consummating the Plan.

WHEREFORE, the Debtor respectfully requests that this Court enter the proposed order and that the Debtor have such other and further relief that this Court deems just and proper.

Respectfully submitted,

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CERTIFICATE OF SERVICE

The undersigned counsel certifies that a true and correct copy of the foregoing document was transmitted via electronic mail to parties listed below on September 16, 2009.

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